

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In Re

CALPINE CORPORATION, et al.,

-----X
HSBC BANK USA, NATIONAL
ASSOCIATION, AS INDENTURE
TRUSTEE,

Appellant,

– against –

CALPINE CORPORATION,

Appellee.
-----X

HSBC BANK USA, NATIONAL
ASSOCIATION, AS INDENTURE
TRUSTEE,

Appellant,

– against –

CALPINE CORPORATION,

Appellee.
-----X

HSBC BANK USA, NATIONAL
ASSOCIATION, AS INDENTURE
TRUSTEE,

Appellant,

– against –

CALPINE CORPORATION,

Appellee.
-----X

Chapter II

Case No. 05-60200 (BRL)

(Jointly Administered)

Case No. 1:07-cv-03088 (GBD)

Case No. 1:07-cv-03122 (GBD)

Case No. 1:07-cv-03124 (GBD)

-----X	
THE BANK OF NEW YORK, AS	:
ADMINISTRATIVE AGENT FOR THE	:
HOLDERS OF THE SECOND PRIORITY	:
SECURED TERM LOANS,	:
	:
Appellant,	:
	:
– against –	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	
THE BANK OF NEW YORK, AS	:
ADMINISTRATIVE AGENT FOR THE	:
HOLDERS OF THE SECOND PRIORITY	:
SECURED TERM LOANS,	:
	:
Appellant,	:
	:
– against –	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	
THE BANK OF NEW YORK, AS	:
ADMINISTRATIVE AGENT FOR THE	:
HOLDERS OF THE SECOND PRIORITY	:
SECURED TERM LOANS,	:
	:
Appellant,	:
	:
– against –	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	

Case No. 1:07-cv-03125 (GBD)

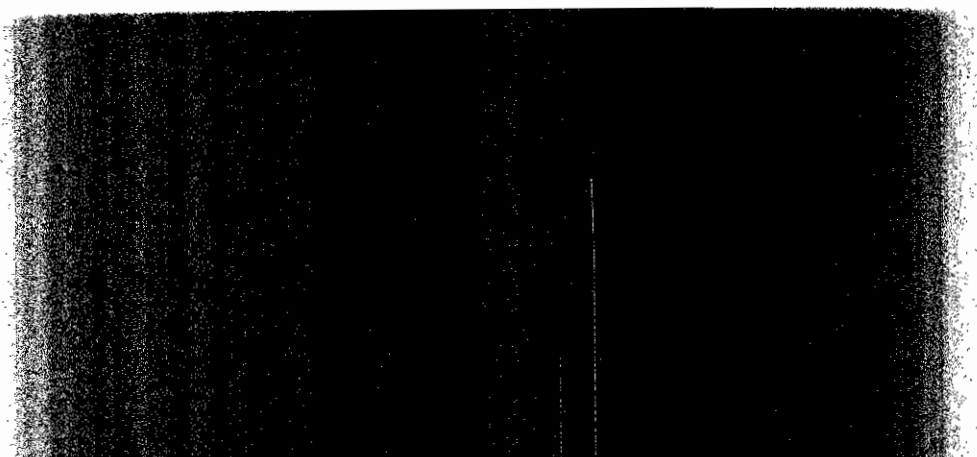
Case No. 1:07-cv-03126 (GBD)

Case No. 1:07-cv-03127 (GBD)

-----X		
WILMINGTON TRUST COMPANY,	:	Case No. 1:07-cv-03187 (GBD)
	:	
Appellant,	:	
	:	
- against -	:	
	:	
CALPINE CORPORATION,	:	
	:	
Appellee.	:	
-----X		
WILMINGTON TRUST COMPANY,	:	Case No. 1:07-cv-03188 (GBD)
	:	
Appellant,	:	
	:	
- against -	:	
	:	
CALPINE CORPORATION,	:	
	:	
Appellee.	:	
-----X		
WILMINGTON TRUST COMPANY,	:	Case No. 1:07-cv-03189 (GBD)
	:	
Appellant,	:	
	:	
- against -	:	
	:	
CALPINE CORPORATION,	:	
	:	
Appellee.	:	
-----X		
WILMINGTON TRUST COMPANY,	:	Case No. 1:07-cv-03190 (GBD)
	:	
Appellant,	:	
	:	
- against -	:	
	:	
CALPINE CORPORATION,	:	
	:	
Appellee.	:	
-----X		

-----X	
WILMINGTON TRUST COMPANY,	:
	:
Appellant,	:
	:
-- against --	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	
WILMINGTON TRUST COMPANY,	:
	:
Appellant,	:
	:
-- against --	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	
WILMINGTON TRUST COMPANY,	:
	:
Appellant,	:
	:
-- against --	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	
WILMINGTON TRUST COMPANY,	:
	:
Appellant,	:
	:
-- against --	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	
WILMINGTON TRUST COMPANY,	:
	:
Appellant,	:
	:
-- against --	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	

-----X	
WILMINGTON TRUST FSB, SOLELY IN	:
ITS CAPACITY AS INDENTURE	:
TRUSTEE,	:
	:
Appellant,	:
	:
- against -	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	
WILMINGTON TRUST FSB, SOLELY IN	:
ITS CAPACITY AS INDENTURE,	:
TRUSTEE,	:
	:
Appellant,	:
	:
- against -	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	
WILMINGTON TRUST FSB, SOLELY IN	:
ITS CAPACITY AS INDENTURE	:
TRUSTEE,	:
	:
Appellant,	:
	:
- against -	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	



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WILMINGTON TRUST FSB, SOLELY IN	:
ITS CAPACITY AS INDENTURE	:
TRUSTEE,	:
	:
Appellant,	:
	:
– against –	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	
MANUFACTURERS AND TRADERS	:
TRUST COMPANY,	:
	:
Appellant,	:
	:
– against –	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	
MANUFACTURERS AND TRADERS	:
TRUST COMPANY, AS INDENTURE	:
TRUSTEE,	:
	:
Appellant,	:
	:
– against –	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	
MANUFACTURERS AND TRADERS	:
TRUST COMPANY, AS INDENTURE	:
TRUSTEE,	:
	:
Appellant,	:
	:
– against –	:
	:
CALPINE CORPORATION,	:
	:
Appellee.	:
-----X	

Case No. 1:07-cv-03198 (GBD)

Case No. 1:07-cv-03199 (GBD)

Case No. 1:07-cv-03200 (GBD)

Case No. 1:07-cv-03201 (GBD)

-----X
THE OFFICIAL COMMITTEE OF EQUITY :
SECURITY HOLDER OF CALPINE :
CORPORATION, ET AL., :

Case No. 1:07-cv-03202 (GBD)

Appellants,

- against -

THE BANK OF NOVA SCOTIA, AS :
ADMINISTRATIVE AGENT, :
WILMINGTON TRUST FSB, AS :
INDENTURE TRUSTEE, :
WILMINGTON TRUST COMPANY, AS :
COLLATERAL AGENT, :
WILMINGTON TRUST COMPANY, AS :
ADMINISTRATIVE AGENT, :
HSBC BANK USA, NATIONAL :
ASSOCIATION, AS INDENTURE TRUSTEE, :
THE BANK OF NEW YORK, AS :
ADMINISTRATIVE AGENT, :
MANUFACTURERS & TRADERS TRUST :
COMPANY, AS INDENTURE TRUSTEE :

Appellees.

-----X
THE OFFICIAL COMMITTEE OF EQUITY :
SECURITY HOLDERS OF CALPINE :
CORPORATION, ET AL., :

Case No. 1:07-cv-03203 (GBD)

Appellants.

- against -

THE BANK OF NOVA SCOTIA, AS :
ADMINISTRATIVE AGENT, :
WILMINGTON TRUST FSB, AS :
INDENTURE TRUSTEE, :
WILMINGTON TRUST COMPANY, AS :
COLLATERAL AGENT, :
WILMINGTON TRUST COMPANY, AS :
ADMINISTRATIVE AGENT, :
HSBC BANK USA, NATIONAL :
ASSOCIATION, AS INDENTURE TRUSTEE, :
THE BANK OF NEW YORK, AS :
ADMINISTRATIVE AGENT, :
MANUFACTURERS & TRADERS TRUST :
COMPANY, AS INDENTURE TRUSTEE :

Appellees.

-----X	
THE OFFICIAL COMMITTEE OF EQUITY	:
SECURITY HOLDERS OF CALPINE	:
CORPORATION, ET AL.,	:
	:
Appellants.	:
	:
- against -	:
	:
THE BANK OF NOVA SCOTIA, AS	:
ADMINISTRATIVE AGENT,	:
WILMINGTON TRUST FSB, AS	:
INDENTURE TRUSTEE,	:
WILMINGTON TRUST COMPANY, AS	:
COLLATERAL AGENT,	:
WILMINGTON TRUST COMPANY, AS	:
ADMINISTRATIVE AGENT,	:
HSBC BANK USA, NATIONAL	:
ASSOCIATION, AS INDENTURE TRUSTEE,	:
THE BANK OF NEW YORK, AS	:
ADMINISTRATIVE AGENT,	:
MANUFACTURERS & TRADERS TRUST	:
COMPANY, AS INDENTURE TRUSTEE	:
	:
Appellees.	:
-----X	
CALPINE CORPORATION, <u>et al.</u> ,	:
	:
Appellant,	:
	:
- against -	:
	:
WILMINGTON TRUST FSB, <u>et al.</u> ,	:
	:
Appellee.	:
-----X	
CALPINE CORPORATION,	:
	:
Appellant,	:
	:
- against -	:
	:
HSBC BANK USA, NATIONAL	:
ASSOCIATION, AS INDENTURE	:
TRUSTEE, THE BANK OF NEW YORK,	:
AS ADMINISTRATIVE AGENT,	:
WILMINGTON TRUST FSB, AS	:
INDENTURE TRUSTEE, WILMINGTON	:

Case No. 1:07-cv-03204 (GBD)

Case No. 1:07-cv-03266 (GBD)

Case No. 1:07-cv- 3267 (GBD)

TRUST COMPANY, AS ADMINISTRATIVE :
 AGENT, WILMINGTON TRUST COMPANY, :
 AS COLLATERAL AGENT, AND :
 MANUFACTURERS & TRADERS TRUST :
 COMPANY, AS INDENTURE TRUSTEE, :

Appellee. :

-----X
 CALPINE CORPORATION, :

Appellant, :

- against - :

HSBC BANK USA, NATIONAL :
 ASSOCIATION, AS INDENTURE :
 TRUSTEE, THE BANK OF NEW YORK, :
 AS ADMINISTRATIVE AGENT, :
 WILMINGTON TRUST FSB, AS :
 INDENTURE TRUSTEE, WILMINGTON :
 TRUST COMPANY, AS ADMINISTRATIVE :
 AGENT, WILMINGTON TRUST COMPANY, :
 AS COLLATERAL AGENT, AND :
 MANUFACTURERS & TRADERS TRUST :
 COMPANY, AS INDENTURE TRUSTEE, :

Appellee. :

-----X
 THE OFFICIAL COMMITTEE OF :
 UNSECURED CREDITORS OF CALPINE :
 CORPORATION, ET AL., :

Appellants. :

- against - :

HSBC BANK USA, NATIONAL :
 ASSOCIATION, AS INDENTURE :
 TRUSTEE, THE BANK OF NEW YORK, :
 AS ADMINISTRATIVE AGENT, :
 WILMINGTON TRUST FSB, AS :
 INDENTURE TRUSTEE, WILMINGTON :
 TRUST COMPANY, AS ADMINISTRATIVE :
 AGENT, WILMINGTON TRUST COMPANY, :
 AS COLLATERAL AGENT, AND :
 MANUFACTURERS & TRADERS TRUST :
 COMPANY, AS INDENTURE TRUSTEE, :

Appellees. :

Case No. 1:07-cv-3268 (GBD)

Case No. 1:07-cv-3263 (GBD)



-----X
THE OFFICIAL COMMITTEE OF :
UNSECURED CREDITORS OF CALPINE :
CORPORATION, ET AL., : Case No. 1:07-cv-3264 (GBD)
:
Appellants. :
:
- against - :
:
HSBC BANK USA, NATIONAL :
ASSOCIATION, AS INDENTURE :
TRUSTEE, THE BANK OF NEW YORK, :
AS ADMINISTRATIVE AGENT, :
WILMINGTON TRUST FSB, AS :
INDENTURE TRUSTEE, WILMINGTON :
TRUST COMPANY, AS ADMINISTRATIVE :
AGENT, WILMINGTON TRUST COMPANY, :
AS COLLATERAL AGENT, AND :
MANUFACTURERS & TRADERS TRUST :
COMPANY, AS INDENTURE TRUSTEE, :
:
Appellees. :
-----X

THE OFFICIAL COMMITTEE OF :
UNSECURED CREDITORS OF CALPINE :
CORPORATION, ET AL., : Case No. 1:07-cv-3265 (GBD)
:
Appellants. :
:
- against - :
:
HSBC BANK USA, NATIONAL :
ASSOCIATION, AS INDENTURE :
TRUSTEE, THE BANK OF NEW YORK, :
AS ADMINISTRATIVE AGENT, :
WILMINGTON TRUST FSB, AS :
INDENTURE TRUSTEE, WILMINGTON :
TRUST COMPANY, AS ADMINISTRATIVE :
AGENT, WILMINGTON TRUST COMPANY, :
AS COLLATERAL AGENT, AND :
MANUFACTURERS & TRADERS TRUST :
COMPANY, AS INDENTURE TRUSTEE, :
:
Appellees. :
-----X

**STIPULATION AND AGREED ORDER CONSOLIDATING APPEALS FROM
ORDERS OF THE BANKRUPTCY COURT**

It is hereby STIPULATED AND AGREED by and between the undersigned counsel for the respective parties, and, upon approval of the Court, shall be deemed ORDERED, as follows:

- 1. Each of the above appeals shall be consolidated for all purposes.
- 2. The caption for the consolidated appeals shall be as follows:

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	:
	:
	:
CALPINE CORPORATION, <u>et al.</u>,	:
	:
	:
	:
	:
-----X	
HSBC BANK USA, NATIONAL	:
ASSOCIATION, AS INDENTURE -	:
TRUSTEE, THE BANK OF NEW YORK,	:
AS ADMINISTRATIVE AGENT,	:
WILMINGTON TRUST FSB, AS	:
INDENTURE TRUSTEE, WILMINGTON	:
TRUST COMPANY, AS ADMINISTRATIVE	:
AGENT, WILMINGTON TRUST COMPANY,	:
AS COLLATERAL AGENT, AND	:
MANUFACTURERS & TRADERS TRUST	:
COMPANY, AS INDENTURE TRUSTEE	:
	:
Appellants,	:
	:
- against -	:
	:
CALPINE CORPORATION, THE OFFICIAL	:
COMMITTEE OF UNSECURED	:
CREDITORS OF CALPINE CORPORATION,	:
AND THE OFFICIAL COMMITTEE OF	:
EQUITY SECURITY HOLDERS	:
	:
Appellees.	:
-----X	

-----X
CALPINE CORPORATION, THE OFFICIAL :
COMMITTEE OF UNSECURED :
CREDITORS OF CALPINE CORPORATION, :
AND THE OFFICIAL COMMITTEE OF :
EQUITY SECURITY HOLDERS, :

Appellants,

- against -

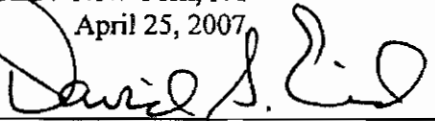
HSBC BANK USA, NATIONAL :
ASSOCIATION, AS INDENTURE :
TRUSTEE, THE BANK OF NEW YORK, :
AS ADMINISTRATIVE AGENT, :
WILMINGTON TRUST FSB, AS :
INDENTURE TRUSTEE, WILMINGTON :
TRUST COMPANY, AS ADMINISTRATIVE :
AGENT, WILMINGTON TRUST COMPANY, :
AS COLLATERAL AGENT, AND :
MANUFACTURERS & TRADERS TRUST :
COMPANY, AS INDENTURE TRUSTEE, :

Appellees.

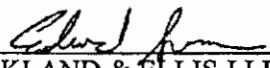
-----X

DATED: New York, NY
 April 25, 2007

By


ROPES & GRAY LLP
 1211 Avenue of the Americas
 New York, NY 10036-8704
 Telephone: (212) 596-9000
 Facsimile: (212) 596-9090
 Mark I. Bane, Esq. (MB 4883)
 Mark R. Somerstein, Esq. (MS 9721)
 David S. Elkind, Esq. (DE 4054)
Attorneys for HSBC Bank USA, National Association, as Indenture Trustee under the Second Priority Indenture and for The Bank of New York, as Administrative Agent under the Second Priority Credit and Guarantee Agreement with respect to certain Second Priority Secured Institutional Term Loans

By



KIRKLAND & ELLIS LLP
 153 East 53rd Street
 New York, NY 10022-4611
 Telephone: (212) 446-4800
 Facsimile: (212) 446-4900
 Richard M. Cieri, Esq. (RC 6062)
 Mark Kieselstein, Esq. (admitted pro hac vice)
 David Seligman, Esq. (admitted pro hac vice)
 Edward O. Sassower, Esq. (ES 5823)
 Jeffrey S. Powell, Esq. (admitted pro hac vice)
 Stephen E. Hessler, Esq. (admitted pro hac vice)
Attorneys for Debtors Calpine Generating Company, LLC, CalGen Finance Corp., Calpine Corporation, and Each of their Debtor Subsidiaries and Affiliates Listed in Exhibit 1

By

NIXON PEABODY LLP
437 Madison Avenue
New York, NY 10022
Telephone: (212) 940-3000
Facsimile: (212) 940-3111
Chris Desiderio, Esq. (CD 6929)
Richard C. Pedone, Esq. (admitted pro
hac vice)
Amanda D. Darwin, Esq. (AD 2719)

*Attorneys for Wilmington Trust
FSB, as Indenture Trustee under the
First Priority Indenture, Wilmington
Trust Company, as Collateral
Agent, and Wilmington Trust
Company, as Administrative Agent
under the Credit and Guarantee
Agreement with respect to certain
First Priority Security Institutional
Term Loans*

By


WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, NY 10153-0119
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Martin J. Bienenstock, Esq. (MB 3001)
Judy G.Z. Liu, Esq. (JL 6449)
Penny P. Reid, Esq. (PR 5699)

*Attorneys for Manufacturers & Traders
Trust Company, as Indenture Trustee
under the Third Priority Indenture*

By

AKIN GUMP STRAUSS HAUER
& FELD LLP
590 Madison Avenue
New York, NY 10022
Telephone: (212) 872-1000
Facsimile: (212) 872-1002
Fred S. Hodara, Esq. (FH 7947)
Michael S. Stamer, Esq. (MS 4900)
Philip Dublin, Esq. (PD 4919)
Alexis Freeman, Esq. (AF 0328)
Robert A. Johnson, Esq. (RJ 6553)

*Attorneys for the Official Committee
of Unsecured Creditors*

By

FRIED, FRANK, HARRIS, SHRIVER
& JACOBSON LLP
One New York Plaza
New York, NY 10004
Telephone: (212) 859-8000
Facsimile: (212) 859-4000
Gary L. Kaplan, Esq. (GK 4542)
Brad E. Scheler, Esq. (BS 8019)
Adrian Feldman, Esq. (AF 2478)

*Attorneys for the Official Committee of
Equity Security Holders of Calpine
Corporation, et al.*

SO ORDERED:

UNITED STATES DISTRICT JUDGE

Dated: April , 2007

By 

NIXON PEABODY LLP
437 Madison Avenue
New York, NY 10022
Telephone: (212) 940-3000
Facsimile: (212) 940-3111

Chris Desiderio, Esq. (CD 6929)
Richard C. Pedone, Esq. (admitted pro
hac vice)
Amanda D. Darwin, Esq. (AD 2719)

*Attorneys for Wilmington Trust
FSB, as Indenture Trustee under the
First Priority Indenture, Wilmington
Trust Company, as Collateral
Agent, and Wilmington Trust
Company, as Administrative Agent
under the Credit and Guarantee
Agreement with respect to certain
First Priority Security Institutional
Term Loans*

By

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, NY 10153-0119
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Martin J. Bienenstock, Esq. (MB 3001)
Judy G.Z. Liu, Esq. (JL 6449)
Penny P. Reid, Esq. (PR 5699)

*Attorneys for Manufacturers & Traders
Trust Company, as Indenture Trustee
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AKIN GUMP STRAUSS HAUER
& FELD LLP
590 Madison Avenue
New York, NY 10022
Telephone: (212) 872-1000
Facsimile: (212) 872-1002
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& JACOBSON LLP
One New York Plaza
New York, NY 10004
Telephone: (212) 859-8000
Facsimile: (212) 859-4000
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Equity Security Holders of Calpine
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SO ORDERED:

UNITED STATES DISTRICT JUDGE


Dated: April , 2007

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437 Madison Avenue
New York, NY 10022
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Facsimile: (212) 940-3111
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Richard C. Pedone, Esq. (admitted pro
hac vice)
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Agent, and Wilmington Trust
Company, as Administrative Agent
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Agreement with respect to certain
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Term Loans*

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AKIN GUMP STRAUSS HAUER
& FELD LLP
590 Madison Avenue
New York, NY 10022
Telephone: (212) 872-1000
Facsimile: (212) 872-1002
Fred S. Hodara, Esq. (FH 7947)
Michael S. Stamer, Esq. (MS 4900)
Philip Dublin, Esq. (PD 4919)
Alcxis Freeman, Esq. (AF 0328)
Robert A. Johnson, Esq. (RJ 6553)

*Attorneys for the Official Committee
of Unsecured Creditors*

By

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, NY 10153-0119
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Martin J. Bienenstock, Esq. (MB 3001)
Judy G.Z. Liu, Esq. (JL 6449)
Penny P. Reid, Esq. (PR 5699)

*Attorneys for Manufacturers & Traders
Trust Company, as Indenture Trustee
under the Third Priority Indenture*

By

FRIED, FRANK, HARRIS, SHRIVER
& JACOBSON LLP
One New York Plaza
New York, NY 10004
Telephone: (212) 859-8000
Facsimile: (212) 859-4000
Gary L. Kaplan, Esq. (GK 4542)
Brad E. Scheler, Esq. (BS 8019)
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Equity Security Holders of Calpine
Corporation, et al.*

SO ORDERED:

UNITED STATES DISTRICT JUDGE

Dated: April , 2007

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By

NIXON PEABODY LLP
437 Madison Avenue
New York, NY 10022
Telephone: (212) 940-3000
Facsimile: (212) 940-3111
Chris Desiderio, Esq. (CD 6929)
Richard C. Pedone, Esq. (admitted pro
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Company, as Administrative Agent
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Agreement with respect to certain
First Priority Security Institutional
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WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, NY 10153-0119
Telephone: (212) 310-8000
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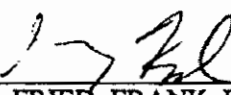
*Attorneys for Manufacturers & Traders
Trust Company, as Indenture Trustee
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By

AKIN GUMP STRAUSS HAUER
& FELD LLP
590 Madison Avenue
New York, NY 10022
Telephone: (212) 872-1000
Facsimile: (212) 872-1002
Fred S. Hodara, Esq. (FH 7947)
Michael S. Stamer, Esq. (MS 4900)
Philip Dublin, Esq. (PD 4919)
Alexis Freeman, Esq. (AF 0328)
Robert A. Johnson, Esq. (RJ 6553)

*Attorneys for the Official Committee
of Unsecured Creditors*

By


FRIED, FRANK, HARRIS, SHRIVER
& JACOBSON LLP
One New York Plaza
New York, NY 10004
Telephone: (212) 859-8000
Facsimile: (212) 859-4000
Gary L. Kaplan, Esq. (GK 4542)
Brad E. Scheler, Esq. (BS 8019)
Adrian Feldman, Esq. (AF 2478)

*Attorneys for the Official Committee of
Equity Security Holders of Calpine
Corporation, et al.*

SO ORDERED:


UNITED STATES DISTRICT JUDGE

HON. GEORGE B. DANIELS

Dated: April , 2007

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